

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

2311 RACING LLC d/b/a 23XI RACING,
and FRONT ROW MOTORSPORTS, INC.,

Plaintiffs,

V.

NATIONAL ASSOCIATION FOR STOCK
CAR AUTO RACING, LLC and
JAMES FRANCE,

Defendants.

Civil Action No. 3:24-cv-886-KDB-SCR

PUBLIC REDACTED VERSION

**DECLARATION OF JERRY FREEZE IN FURTHER SUPPORT OF
PLAINTIFFS' MOTION FOR A PRELIMINARY INJUNCTION**

I, Jerry Freeze, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the General Manager of Plaintiff Front Row Motorsports, Inc. ("Front Row").

As such, I oversee the day-to-day operations of the entire business.

2. On April 18, 2024, while negotiations over the terms of the 2025 Charter Agreements with NASCAR were ongoing, Front Row signed a Charter Purchase Agreement to acquire a third charter from Stewart-Haas Racing, LLC (“SHR”). Under the agreement, ■

3

4. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7. On September 11, 2024, I had a telephone conversation with NASCAR President, Steve Phelps. During that conversation, Phelps volunteered that Front Row was already approved for the SHR charter transfer and only needed to submit the customary transfer documents.

8. On September 12, 2024, I emailed Phelps to confirm his September 11 statement that Front Row was approved for the charter transfer, would not need to submit paperwork on the matter, and would pay the transfer fee [REDACTED]. Phelps

replied, "You are correct, Jerry," [REDACTED]

[REDACTED] See Ex. 26, September 2024 Email Exchange Between Freeze and Phelps.

9. On November 14, 2024, Front Row submitted the Transfer Approval Form to NASCAR. *See Ex. 27*, Front Row Transfer Approval Form; Ex. 28 Schedules 1 & 2. NASCAR's Scott Prime requested additional financial due diligence from us on November 19, 2024. I provided this information on November 22, 2024. However, Prime responded with additional requests on December 4, 2024, primarily related to our ongoing lawsuit with NASCAR. Despite our response, NASCAR informed us on December 5, 2024 that it objected to the transfer and would not approve it, in contrast to the previous oral approval for the transfer confirmed by Phelps before we filed the lawsuit. *See Dkt. 60-1, Exs. 9–11.*

10. NASCAR made it clear that the reason it was now changing course and objecting to the transfer is because NASCAR is insisting that we drop the lawsuit and antitrust claims against it as a condition of being approved.

11. Specifically, NASCAR informed us that it would not approve the transfer unless we agreed to drop our current antitrust lawsuit against them. *See Dkt. 60-1, Ex. 9.* NASCAR claimed that we could not sign the required joinder agreement, could not sign a customary release, and could not qualify for a transfer without dropping our antitrust lawsuit. But none of this is true, as we responded to them on December 6, 2024. *See Dkt. 60-1, Ex. 12.*

12. But even though we stated that we would sign the joinder agreement, without conditions, and would sign a customary release as had been required in the past, NASCAR has made it clear that it will not approve the transaction unless we abandon our antitrust claims and dismiss this lawsuit. *See Ex. 29, Dec. 8, 2024 NASCAR Letter to Front Row; Dkt. 60-1, Ex. 14.*

13. NASCAR's refusal to approve the transfer is causing additional irreparable harm to Front Row. In reliance on Phelps' assurances of approval on September 11 and 12, we have made significant investments in our operations as part of our plans to operate a third chartered car for the 2025 Cup Series. We have also made several commitments with sponsors in preparation for running the third chartered car.

14. At this time, we have just 7 weeks to be prepared to race in the first event of the 2025 season, so preparations have been underway for some time for the expansion which we were led to believe was already approved by NASCAR. As part of our plans to run the third car in 2025,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

15. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED].

16. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

17. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

18. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

19. NASCAR stated in our correspondence about the SHR charter that [REDACTED]
[REDACTED]

[REDACTED] *See Ex. 29.* I reviewed joinder agreements signed for a previous transfer in 2020. [REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

20. Defendants state in their brief that the new circumstances that are the basis of Front Row and 23XI's renewed motion are "manufactured." For Front Row, [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]. I understand NASCAR has argued that it is

speculative that Front Row would miss the Daytona 500. But it is not a certainty that we will be in it and [REDACTED]

[REDACTED]

[REDACTED].

21. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

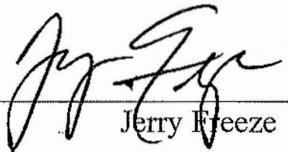
[REDACTED]

22. Front Row is in business to try to be the best stock car racing team it can be. There is no other place for it to compete except NASCAR because NASCAR has monopolized the market as the only top-tier circuit for stock car racing. Our efforts to expand to buy cars and race more are part of that effort. It is not hypocritical to run our business in a way that helps us be as competitive as possible to contend for championships because NASCAR is the only place Front Row can compete. There is no choice to compete in a different circuit under different terms.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 11th day of December 2024 in Mooresville, NC.

By:



Jerry Freeze